

BALL JANIK LLP

A T T O R N E Y S

RECORDATION NO. 21901 FILED

DEC 28 '98

12-05 PM

1455 F STREET, NW, SUITE 225
WASHINGTON, D.C. 20005

TELEPHONE 202-638-3307
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LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

lgitomer@bjllp.com

December 28, 1998

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of December 23, 1998. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

NationsBanc Leasing Corporation
121 West Trade Street
Charlotte, NC 28255

Lessee:

The Andersons, Inc.
480 West Dussel Drive
Maumee, OH 43537

Country Partners

Honorable Vernon A. Williams

December 28, 1998

Page 2

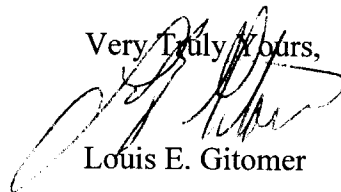
A description of the equipment covered by the Memorandum of Lease Agreement consists of 70 5,520 cubic foot covered hopper cars numbered AEX 5962, 5970, 5977, 5979, 5983, 5987, 5989, 5993, 5995, 5996, 6006, 6007, 6013, 6014, 6019, 6021, 6030, 6033, 6035, 6049-6051, inclusive, 6057, 6058, 6062, 6066-6069, inclusive, 6071, 6078, 6079, 6081, 6082, 6087, 6090, 6092, 6094, 6095, 6097, 6098, 6101, 6104, 6105, 6110, 6114, 6118-6120, inclusive, 6123, 6128, 6131-6133, inclusive, 6139, 6140, 6142, 6143, 6146-616149, inclusive, 6153, 6154, 6158, 6160-6163, inclusive, and 6165.

A fee of \$26.00 is enclosed. Please return one original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between NationsBanc Leasing Corporation, 121 West Trade Street, Charlotte, NC 28255, and The Andersons, Inc., 480 West Dussel Drive, Maumee, OH 43537, covering 70 5,520 cubic foot covered hopper cars numbered AEX 5962, 5970, 5977, 5979, 5983, 5987, 5989, 5993, 5995, 5996, 6006, 6007, 6013, 6014, 6019, 6021, 6030, 6033, 6035, 6049-6051, inclusive, 6057, 6058, 6062, 6066-6069, inclusive, 6071, 6078, 6079, 6081, 6082, 6087, 6090, 6092, 6094, 6095, 6097, 6098, 6101, 6104, 6105, 6110, 6114, 6118-6120, inclusive, 6123, 6128, 6131-6133, inclusive, 6139, 6140, 6142, 6143, 6146-616149, inclusive, 6153, 6154, 6158, 6160-6163, inclusive, and 6165.

Very Truly Yours,



Louis E. Gitomer

Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Louis E. Gitomer
Of Counsel
Ball Janik LLP
1455 F Street, NW., Ste. 225
Washington, DC., 20005

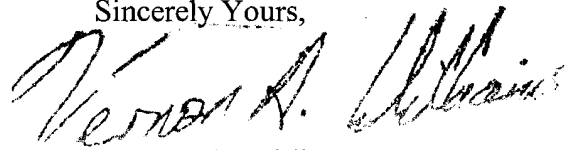
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3(c), on 12/28/98 at 12:05PM, and

✓
assigned recordation number(s). 21900, 21901, 7121-A, 7122-A, 7123-A, 15599- J
and 21177-A.

Sincerely Yours,

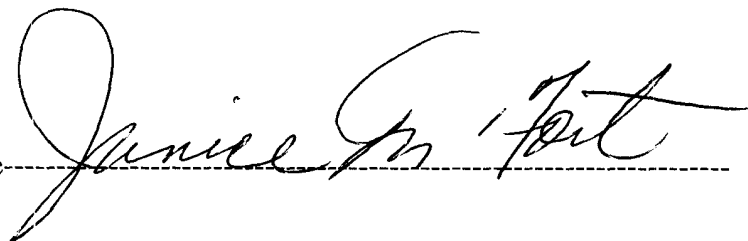

Vernon A. Williams

Enclosure(s) (7)

182.00

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature _____



MEMORANDUM OF LEASE AGREEMENT DEC 28 '98 12-05 PM

THIS MEMORANDUM OF LEASE AGREEMENT dated as of December 28, 1998, is between **NationsBanc Leasing Corporation** ("Lessor"), a North Carolina corporation having its principal place of business at 121 West Trade Street, Charlotte, North Carolina 28255 and **The Andersons, Inc.** ("Lessee"), a Ohio corporation having its principal place of business at 480 West Dussel Drive, Maumee, Ohio 43537.

WHEREAS, the Lessor and Lessee are entering into that certain Master Equipment Lease Agreement dated as of September 30, 1998 (the "Lease") for a base lease term of one hundred eighty (180) months from such date and which places under lease that certain equipment set forth on Annex A attached hereto, and all additions thereto, alterations thereof, replacements thereof and substitutions therefor;

IN WITNESS WHEREOF, the parties wish to show for the public record the aforesaid Lease, and accordingly have caused this Memorandum of Lease Agreement to be executed by their duly authorized officers as of the date first above written. This Memorandum of Lease Agreement may be executed in counterparts, each such counterparts shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

NATIONSBANC LEASING CORPORATION

By: Willie H. Robinson, Jr.
Name: WILLIE H. ROBINSON, JR.
Title: ASSISTANT VICE PRESIDENT

THE ANDERSONS, INC.

By: _____
Name: _____
Title: _____

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT dated as of December 28, 1998, is between NationsBanc Leasing Corporation ("Lessor"), a North Carolina corporation having its principal place of business at 121 West Trade Street, Charlotte, North Carolina 28255 and The Andersons, Inc. ("Lessee"), a Ohio corporation having its principal place of business at 480 West Dussel Drive, Maumee, Ohio 43537.

WHEREAS, the Lessor and Lessee are entering into that certain Master Equipment Lease Agreement dated as of September 30, 1998 (the "Lease") for a base lease term of one hundred eighty (180) months from such date and which places under lease that certain equipment set forth on Annex A attached hereto, and all additions thereto, alterations thereof, replacements thereof and substitutions therefor;

IN WITNESS WHEREOF, the parties wish to show for the public record the aforesaid Lease, and accordingly have caused this Memorandum of Lease Agreement to be executed by their duly authorized officers as of the date first above written. This Memorandum of Lease Agreement may be executed in counterparts, each such counterparts shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

NATIONSBANC LEASING CORPORATION

By: _____

Name: _____

Title: _____

THE ANDERSONS, INC.

By: Gary Smith

Name: GARY SMITH

Title: V.P. FIN. & TREAS.

State of Ohio)
County of _____)

On this _____ day of _____, 1998, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he/she is the _____ of The Andersons, Inc., that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Notary Public
My Commission Expires _____

State of North Carolina)
County of Mecklenburg)

On this 17 day of December, 1998, before me personally appeared Willie H. Robinson, Jr., to me personally known, who being by me duly sworn, says that he is the Assistant Vice President of NationsBanc Leasing Corporation, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



Notary Public
My Commission Expires 12-4-99

State of Ohio)
County of Lucas)

On this 18th day of December, 1998, before me personally appeared Gary Smith, to me personally known, who being by me duly sworn, says that he ~~is~~ is the Treasurer of The Andersons, Inc., that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



Cathy A. Redford
Notary Public
My Commission Expires 4-10-99

State of North Carolina)
County of Mecklenburg)

On this _____ day of _____, 1998, before me personally appeared Willie H. Robinson, Jr., to me personally known, who being by me duly sworn, says that he is the Assistant Vice President of NationsBanc Leasing Corporation, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Notary Public
My Commission Expires _____

ANNEX A
Description of Equipment
Knappen Milling Company
Rider # 199501-KNAR6
AMENDED

CAR NUMBERS			
1	AEX 5962	36	AEX 6090
2	AEX 5970	37	AEX 6092
3	AEX 5977	38	AEX 6094
4	AEX 5979	39	AEX 6095
5	AEX 5983	40	AEX 6097
6	AEX 5987	41	AEX 6098
7	AEX 5989	42	AEX 6101
8	AEX 5993	43	AEX 6104
9	AEX 5995	44	AEX 6105
10	AEX 5996	45	AEX 6110
11	AEX 6006	46	AEX 6114
12	AEX 6007	47	AEX 6118
13	AEX 6013	48	AEX 6119
14	AEX 6014	49	AEX 6120
15	AEX 6019	50	AEX 6123
16	AEX 6021	51	AEX 6128
17	AEX 6030	52	AEX 6131
18	AEX 6033	53	AEX 6132
19	AEX 6035	54	AEX 6133
20	AEX 6049	55	AEX 6139
21	AEX 6050	56	AEX 6140
22	AEX 6051	57	AEX 6142
23	AEX 6057	58	AEX 6143
24	AEX 6058	59	AEX 6146
25	AEX 6062	60	AEX 6147
26	AEX 6066	61	AEX 6148
27	AEX 6067	62	AEX 6149
28	AEX 6068	63	AEX 6153
29	AEX 6069	64	AEX 6154
30	AEX 6071	65	AEX 6158
31	AEX 6078	66	AEX 6160
32	AEX 6079	67	AEX 6161
33	AEX 6081	68	AEX 6162
34	AEX 6082	69	AEX 6163
35	AEX 6087	70	AEX 6165

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06/28/98

Base Lease Term of one hundred eighty (180) months.